

# JESSE M. FRIED

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## CURRENT POSITIONS

**Dane Professor of Law, Harvard Law School (2014-present)**

*Courses:* Corporations

Corporate Governance

Corporate Reorganization and Bankruptcy

Executive Compensation

Venture Law and Finance

**Research Associate, European Corporate Governance Institute (2013-present)**

## PREVIOUS POSITIONS

- Professor of Law, Harvard Law School (2009-2014)
- Professor of Law, U.C. Berkeley (2003-2009)
- Acting Professor of Law, U.C. Berkeley (1997-2003)
- John Olin Fellow in Law, Economics & Business, Harvard University (1995-97)
- Tax Attorney, Sullivan & Worcester (Boston) (1993-95)

## VISITING PROFESSORSHIPS

- Hebrew University (January 2017)
- IDC Herzliya (March 2013)
- Duisenberg School of Finance (January 2013, February 2015)
- Harvard Law School (January 2008)

- **Columbia Law School** (Fall 2007)
- **Tel Aviv University** (December 2000, May 2002, January 2013, March 2016)

## EDUCATION

### **Harvard Law School and Graduate School of Arts and Sciences (1987-1993)**

J.D. *magna cum laude*, 1992

A.M. in Economics, 1989

Olin Prize in Law and Economics (1992)

John M. Olin Fellowship (1990-92)

### **Harvard College (1981-1986)**

A.B. in Economics (1986)

Phi Beta Kappa (1985)

## BOOKS

[\*Pay without Performance: The Unfulfilled Promise of Executive Compensation\*](#) (Harvard University Press, 2004) (with L. Bebchuk)

## PUBLISHED AND WORKING PAPERS

- [\*Short-Termism and Capital Flows\*](#) (working paper, January 2017) (with C. Wang)
- [\*Rationalizing the Dodd-Frank Clawback\*](#) (working paper, April 2016)
- [\*The Uneasy Case for Favoring Long-term Shareholders\*](#), 124 YALE L. J. 1554 (2015) (recognized by Corporate Practice Commentator as one of the Ten Best Corporate and Securities Articles of 2015)
- *What Courses Should Law Students Take? Lessons from Harvard's Big Law Survey*, 64 J. LEG. EDUC. 443 (2015)(with J. Coates and K. Spier)

- [\*Delaware Law as Lingua Franca: Theory and Evidence\*](#), 57 J. L. & ECON. 865 (2014) (with B. Broughman and D. Ibrahim)
- [\*Insider Trading via the Corporation\*](#), 164 U. PENN. L. REV. 801 (2014) (recognized by Corporate Practice Commentator as one of the Ten Best Corporate and Securities Articles of 2014)
- [\*Carrots and Sticks: How VCs Induce Entrepreneurial Teams to Sell Startups\*](#), 98 CORNELL L. REV. 1319 (2013) (with B. Broughman)
- [\*Do VCs Use Inside Rounds to Dilute Founders? Some Evidence from Silicon Valley\*](#), 18 J. CORP. FIN. 1104-1120 (2012) (with B. Broughman)
- [\*Excess-Pay Clawbacks\*](#), 36 J. CORP. L. 722 (2011) (with N. Shilon)
- [\*Share Repurchases, Equity Issuances, and the Optimal Design of Executive Pay\*](#), 89 TEX. L. REV. 1113 (2011)
- [\*Paying for Long-term Performance\*](#), 158 U. PENN. L. REV. 1915 (2010) (with L. Bebchuk)
- [\*How to Tie Equity Compensation to Long-Term Results\*](#), 22 J. APPLIED CORP. FIN. 99 (2010) (with L. Bebchuk)
- [\*Renegotiation of Cash Flow Rights in the Sale of VC-Backed Firms\*](#), 95 J. FIN. ECON. 384-399 (2010) (with B. Broughman)
- [\*Firms Gone Dark\*](#), 76 U. CHI. L. REV. 135 (2009)
- [\*Option Backdating and Its Implications\*](#), 65 WASH. & LEE L. REV. 853 (2008). Subsequently reprinted in GOVERNANCE AND EXECUTIVE COMPENSATION (Forbes, ed., 2010)

- [Hands-Off Options](#), 61 VAND. L. REV. 453 (2008)
- [Agency Costs of Venture Capitalist Control in Startups](#), 81 N.Y.U. L. J. 967 (2006) (with M. Ganor)
- [Pay without Performance: Overview of the Issues](#), 30 J. CORP. L. 647 (2005); 17 J. APPLIED CORP. FIN. 8 (2005); ACADEMY OF MANAGEMENT PERSPECTIVES 5 (2006) (with L. Bebchuk). [Translated into Mandarin](#) in 13 TSINGHUA COMMERCIAL L. REV. 119 (2007) and subsequently reprinted in FOUNDATIONS OF CORPORATE LAW, 2nd ed. (Romano, ed., 2010) and in THE HISTORY OF MODERN US CORPORATE GOVERNANCE (Brian Cheffins, ed. 2011)
- [Executive Compensation at Fannie Mae: A Case Study of Perverse Incentives, Nonperformance Pay, and Camouflage](#), 30 J. CORP. L. 807 (2005) (with L. Bebchuk)
- [Informed Trading and False Signaling with Open Market Repurchases](#), 93 CAL. L. REV. 1326 (2005)
- [Stealth Compensation via Retirement Payments](#), 1 BERKELEY BUS. L. J. 293 (2004) (with L. Bebchuk)
- [Insider Abstention](#), 13 YALE L. J. 455 (2003)
- [Executive Compensation as an Agency Problem](#), 117 J. ECON. PERSP. 71 (2003) (with L. Bebchuk). Reprinted in THE ECONOMIC NATURE OF THE FIRM, Kroszner and Putterman, eds, (2009) and in Hebrew in 14 TAAGIDIM L. REV. 3 (2004)
- [Managers' Fiduciary Duty Upon the Firm's Insolvency: Accounting for Performance Creditors](#), 55 VAND. L. REV. 1813 (2002) (with A. Chaver). Reprinted in Japanese in 285 RITSUMEIKAN L. REV. 888 (2003)

- [\*Managerial Power and Rent Extraction in the Design of Executive Compensation\*](#), 69 U. CHI. L. REV. 751 (2002) (with L. Bebchuk and D. Walker) (recognized by Corporate Practice Commentator as one of the Ten Best Corporate and Securities Articles of 2002)
- [\*Open Market Share Repurchases: Signaling or Managerial Opportunism?\*](#)<sup>2</sup> THEORETICAL INQUIRIES IN LAW 865 (2001)
- [\*A New Approach to Valuing Secured Claims in Bankruptcy\*](#), 114 HARV. L. REV. 2386 (2001) (with L. Bebchuk)
- [\*Insider Signaling and Insider Trading with Repurchase Tender Offers\*](#), 67 U. CHI. L. REV. 421 (2000) (recognized by Corporate Practice Commentator as one of the Ten Best Corporate and Securities Articles of 2000)
- [\*Reducing the Profitability of Corporate Insider Trading Through Pretrading Disclosure\*](#), 71 S. CAL. L. REV. 303 (1998)
- [\*Taking the Economic Costs of Priority Seriously\*](#), 51 Quarterly Report 328 (1997)
- [\*The Uneasy Case for the Priority of Secured Claims in Bankruptcy: Further Thoughts and a Reply to Critics\*](#), 82 CORNELL L. REV. 1279 (1997) (with L. Bebchuk)
- [\*Concentration in the Israeli Economy and Bank Investment in Nonfinancial Companies\*](#), The Economic Quarterly, Anno 43, No. 4 (1996) (*in Hebrew*) (with L. Bebchuk and L. Kaplow)
- [\*Executory Contracts and Performance Decisions in Bankruptcy\*](#), 46 DUKE L.J. 51 (1996)

- [\*The Uneasy Case for the Priority of Secured Claims in Bankruptcy\*](#), 105 YALE L.J. 857 (1996) (with L. Bebchuk), subsequently reprinted in Charles J. Tabb, BANKRUPTCY ANTHOLOGY (Anderson: 2001)

## OTHER PUBLICATIONS AND MEDIA COMMENTARY

- [\*Anti-Israel Activists Subvert a Scholarly Group\*](#), The Wall Street Journal (December 4, 2017) (with E. Kontorovich)
- [\*Lawsuit Reveals Disturbing Tactics by BDS Supporters\*](#), The Jerusalem Post (May 30, 2016)(with S. Davidoff Solomon)
- [\*The Dodd-Frank Clawback And The Problem Of Excess Pay\*](#), The Corporate Board (January/February 2012) (with N. Shilon); slightly revised and subsequently reprinted as [\*Recouping Excess Pay via the Dodd-Frank Clawback\*](#) in 1 Rivista di diritto societario 2-10 (2012).
- [\*Excess Pay and the Dodd-Frank Clawback\*](#), Director Notes (October 2011) (with N.Shilon)
- [\*Tackling the Managerial Power Problem\*](#), Pathways Magazine (Summer 2010) (with L. Bebchuk)
- [\*Taming the Stock Option Game\*](#), Project Syndicate (November 2009) (with L. Bebchuk)
- [\*What Cap?\*](#) Room for Debate, New York Times blog (February 2009)
- [\*Uncle Sam Should Claw Back Wall Street Bonuses\*](#), San Francisco Chronicle (September 2008)

- [\*Greed, Not Firms' Well-Being, Was Motive for Backdating\*](#), San Jose Mercury News (August 2007)
- [\*Reward Managers with Hands-Off Options\*](#), Marketplace Radio (July 2007)
- [\*Advance Disclosure of Managers' Stock Trades: A Proposal to Improve Executive Compensation\*](#), 3 The Economists' Voice, Issue 8 (October 2006)
- [\*Improving Executive Compensation\*](#), 7 TIAA-CREF INVESTMENT FORUM 11 (June 2003) (with L. Bebchuk)
- [\*Power, Rent Extraction, and Executive Compensation\*](#), CESIFO FORUM 3/2002 (2002) (with L. Bebchuk)

#### **SELECTED PROFESSIONAL AND ADMINISTRATIVE ACTIVITIES (2000-PRESENT):**

- Member, Glass Lewis & Co. Research Advisory Council (2008-present)
- Director, American Law and Economics Association (2014-present)
- Harvard Law School
  - Strategic Planning Committee (2010-12)
  - Entry-Level Appointments Committee (2011-2014; 2015-)
  - Teaching Careers Committee (2010-present)
- U.C. Berkeley
  - Director, Berkeley Tel-Aviv Executive LL.M. Program (2004 – 2009)
  - Law School Appointments Committee (2004 – 2006)
  - LL.M. Admissions Committee (2002 – 2009)
  - Committee for the Protection of Human Subjects (2001 – 2007)
- Conference Organizer
  - Rethinking Pay for Performance, U.C. Berkeley (2008)

- East Asian Corporate Governance, U.C. Berkeley (2006)
- Post-Enron Corporate Governance, U.C. Berkeley (2006)
- Role of Law in Creating Long-term Shareholder Value, U.C. Berkeley (2003)
- Protecting Investors in the Global Economy, Tel Aviv University (June 2000)
  
- Editor, *Review of Law and Economics*
  
- Referee: *Journal of Economic Literature; Journal of Empirical Legal Studies; Journal of Law, Economics, and Organizations; Journal of Legal Analysis; Journal of Legal Studies; European Financial Management; International Review of Law and Economics; Review of Economics and Statistics*